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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

19204

FEB 3 - 1995 3 00 PM

February 2, 1995

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) duly executed copies each of a Memorandum of Lease and a Memorandum of Assignment of Lease, both dated as of February 2, 1995, the first being a primary document and the other a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed documents are:

Lessor/Assignor

Debtor: ACF Industries, Incorporated  
3301 Rider Trail South  
Earth City, Missouri 63045

Lessee: Chevron U.S.A. Products Company  
575 Market Street  
San Francisco, California 94105

Assignee/  
Secured Party: First Security Bank of Utah, N.A.  
79 South Main Street  
Salt Lake City, Utah 94111

*Alvord*  
*Alvord*

Mr. Vernon A. Williams  
February 2, 1995  
Page Two

A description of the railroad equipment covered by the enclosed documents is attached as Exhibit A to both of the aforesaid documents.

Also enclosed is a check in the amount of \$42.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed document of the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', written over a horizontal line.

Robert W. Alvord

RWA/bg  
Enclosures

19204-A

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INTERSTATE COMMERCE COMMISSION

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MEMORANDUM OF ASSIGNMENT OF LEASES

BETWEEN

ACF INDUSTRIES, INCORPORATED ("DEBTOR")

AND

FIRST SECURITY BANK OF UTAH,  
NATIONAL ASSOCIATION, as Trustee

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Filed and recorded with the Interstate Commerce Commission  
pursuant to Section 11303, Title 49, United States Code on  
February 3, 1995, at , Recordation No.

Memorandum dated as of February 2, 1995 of an assignment of Leases made and entered into as of February 2, 1995, by and between ACF Industries, Incorporated, a New Jersey corporation, as Debtor/Assignor (the "Debtor"), having its principal offices at 3301 Rider Trail South, Earth City, MO 63045, and First Security Bank of Utah, National Association, as Trustee (the "Trustee"), having its principal offices at 79 South Main Street, Salt Lake City, UT 84111.

Reference is hereby made to the Leases specified on Exhibit A attached hereto, by and between the Debtor and the Lessee identified on Exhibit A attached hereto (as the same have been and may be amended, supplemented, otherwise modified or renewed from time to time, the "Leases").

W I T N E S S E T H:

1. As used in this Memorandum of Assignment of Leases the following capitalized terms used herein and not otherwise defined herein shall have the meanings specified below:

"Rental Collateral" means all right, title and interest of the Debtor in and to every lease or car service contract (whether or not such lease or car service contract is in writing or is for a term certain, including, without limitation, per diem leases), now or hereafter existing, relating to, but only to the extent relating to, the Equipment, including, without limitation, the Leases, (each such lease and car service contract, including all amendments, riders, supplements, other modifications and schedules thereto and renewals thereof, an "Assigned Lease"), and including, without limitation, the immediate and continuing right to collect and receive any and all payments due and to become due under any Assigned Lease, whether as contractual obligations, damages or otherwise (to the extent such payments are derived from the Equipment) and all Proceeds of any thereof (such payments, the "Assigned Lease Proceeds").

"Equipment" means certain railroad tank cars and covered hopper cars described on Exhibit A attached hereto.

"Proceeds" is defined in the UCC and, in any event, includes, without limitation, (a) any and all proceeds of any insurance, indemnity, warranty or guarantee payable to the Debtor from time to time with respect to any

of the Collateral, (b) any and all payments (in any form whatsoever) made or due and payable to the Debtor from time to time in connection with any requisition, confiscation, condemnation, seizure or forfeiture of any of the Collateral by any governmental authority (or any person acting under color of governmental authority) and (c) any and all other amounts from time to time paid or payable under or in connection with any of the Collateral.

"UCC" shall mean the Uniform Commercial Code as from time to time in effect in the State of New York.

2. The Debtor, pursuant to that certain Assignment and Security Agreement (Chattel Mortgage) dated as of February 3, 1995, between the Debtor and the Trustee has transferred, conveyed, warranted, mortgaged, delivered, pledged, assigned and granted to the Trustee, its successors and assigns, all and singular of the Debtor's rights, title and interest in and to the Rental Collateral, rights, interests and privileges, now or hereafter existing, in and to the Rental Collateral and any and all Proceeds thereof (collectively, the "Collateral").

IN WITNESS WHEREOF, the undersigned has caused this instrument to be signed by its corporate officer as of the date first above written.

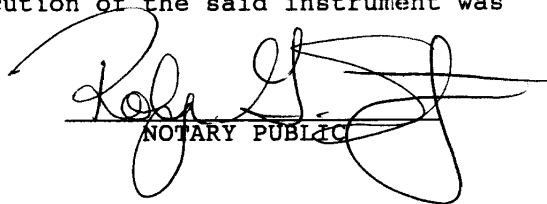
ACF INDUSTRIES, INCORPORATED,

by 

Name: Robert J. Mitchell  
Title: Treasurer

STATE OF NEW YORK     )  
                              ) ss.:  
COUNTY OF NEW YORK    )

On this 2nd day of February, 1995, before me personally appeared Robert J. Mitchell, to me personally known, who being by me duly sworn, says that he is the Treasurer of ACF INDUSTRIES, INCORPORATED that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



NOTARY PUBLIC

My commission expires:

ROBYN G. STEINBERG  
Notary Public, State of New York  
No. 01ST5026264  
Qualified in New York County  
Commission Expires April 18, 1996

Exhibit A

Lessee	Car Service Contract #	Identifying Numbers (Both Inclusive)		Number of Cars	AAR Designat
CHEVRON U.S.A. PRODUCTS COM	4379	ACFX	38320	1	C214
CHEVRON U.S.A. PRODUCTS COM	4379	ACFX	38322	1	C214
CHEVRON U.S.A. PRODUCTS COM	4379	ACFX	38323	1	C214
CHEVRON U.S.A. PRODUCTS COM	4379	ACFX	38324	1	C214
CHEVRON U.S.A. PRODUCTS COM	4379	ACFX	38326	1	C214
CHEVRON U.S.A. PRODUCTS COM	4379	ACFX	38329	1	C214
CHEVRON U.S.A. PRODUCTS COM	4379	ACFX	38330	1	C214
CHEVRON U.S.A. PRODUCTS COM	4379	ACFX	38333	1	C214
CHEVRON U.S.A. PRODUCTS COM	4379	ACFX	38336	1	C214
CHEVRON U.S.A. PRODUCTS COM	4379	ACFX	38887	1	C214
CHEVRON U.S.A. PRODUCTS COM	4379	ACFX	38890	1	C214
CHEVRON U.S.A. PRODUCTS COM	4379	ACFX	38891	1	C214
CHEVRON U.S.A. PRODUCTS COM	4379	ACFX	38892	1	C214
CHEVRON U.S.A. PRODUCTS COM	4379	ACFX	38893	1	C214
CHEVRON U.S.A. PRODUCTS COM	4379	ACFX	38896	1	C214
CHEVRON U.S.A. PRODUCTS COM	4379	ACFX	38897	1	C214
CHEVRON U.S.A. PRODUCTS COM	4379	ACFX	38900	1	C214
CHEVRON U.S.A. PRODUCTS COM	4379	ACFX	38901	1	C214
CHEVRON U.S.A. PRODUCTS COM	4379	ACFX	38905	1	C214
CHEVRON U.S.A. PRODUCTS COM	4379	ACFX	38908	1	C214
CHEVRON U.S.A. PRODUCTS COM	4379	ACFX	38910	1	C214